

# **EXHIBIT D**

**Exhibit B**

**OMICRON MASTER TRUST**

650 Fifth Avenue, 24<sup>th</sup> Floor  
New York, New York 10019

July 27<sup>th</sup>, 2006

Leighton J. Stephenson  
GigaBeam Corporation  
470 Springpark Place  
Suite 900  
Herndon, VA 20170

Re: Transfer of securities of GIGABEAM CORPORATION., (the "Company") by Omicron Master Trust ("Omicron") to Rockmore Investment Master Fund Ltd ("Rockmore") and Portside Growth and Opportunity Fund ("Portside").

Dear Sirs:

At the request of our client, Omicron, enclosed please find the following items:

1. 500 Shares of Series C Preferred Stock of the Company registered to Omicron (the "Shares");
2. Securities Transfer and Assignment Agreement, executed by Omicron and Rockmore for the assignment of 158 Shares from Omicron to Rockmore;
3. Securities Transfer and Assignment Agreement, executed by Omicron and Portside for the assignment of 342 Shares from Omicron to Portside; and
4. Opinion of Law Offices of Brian W Pusch and Feldman Weinstein, LLP relating to such transfers and assignments.

In connection with the sale and assignment of securities of the Company, which became effective on April 1<sup>st</sup>, 2006 with respect to Rockmore and June 27, 2006 with respect to Portside, please arrange for the Company to:

1. send to each of Omicron, Rockmore and Portside a notice of acknowledgement of the transfer of securities from Omicron to Rockmore and Portside, as the case may be. A form of acknowledgement is attached as Exhibit 1 hereto. If to Omicron or Rockmore, fax a signed acknowledgement to 212-258-2315. If to Portside, fax a signed acknowledgment to 212-201-4802.
2. cancel the enclosed Shares and issue two replacement Shares, 158 Shares in the name of Rockmore Investment Master Fund Ltd. and 342 Shares in the name of Portside Growth and Opportunity Fund. The replacement shares should be sent in accordance with the instructions in Exhibit 2 attached hereto.

3. make all cash interest and dividend payments and other cash payments relating to the transferred shares to Rockmore Investment Master Fund Ltd. and Portside Growth and Opportunity Fund, as the case may be, per the wire instructions included in Exhibit 3.

4. make all deliveries of securities that are interest, dividends or other distributions relating to the transferred securities and that can be made through the Depository Trust Company's ("DTC") Fast Automated Securities Transfer program by crediting Rockmore's or Portside's, as the case may be, broker through DTC's Deposit Withdrawal Agent Commission system as specified in Exhibit 4.

5. make all deliveries of securities that are interest, dividends or other distributions relating to the transferred securities and that cannot be delivered as provided in the immediately preceding paragraph 5 to Rockmore or Portside, as the case may be, per the instructions included in Exhibit 5.

6. send all notices relating to the transferred securities to Rockmore or Portside, as the case may be, at its address on Exhibit 6.

7. at the request hereby of Omicron on behalf of Rockmore and Portside, take all actions necessary to include each of Rockmore Investment Master Fund Ltd. and Portside Growth and Opportunity Fund as "selling security holders" in the prospectus relating to the resale of the Shares and Warrants. Direct all communications regarding the prospectus and related registration statement to Rockmore or Portside, as the case may be. Registration Statement questionnaires may be faxed to Rockmore and Portside at the fax numbers provided in paragraph 1 above.

8. pay or deliver to or for the account of Portside in accordance with Exhibit 2, in the case of securities, or in accordance with the wire instructions in Exhibit 3, in the case of funds, all interest, dividends, securities or other assets which the registered holder of the Convertible Securities being transferred to Portside is entitled to receive and for which the record date is on or after the close of business on June 19, 2006.

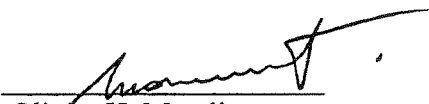
Very truly yours,

OMICRON MASTER TRUST

By: OMICRON CAPITAL, L.P.,  
as Investment Adviser

By: OMICRON CAPITAL, INC.,  
General Partner

By:

  
Olivier H. Morali

Title:

cc: [Robert Charron, Esq.]  
[Brian W. Pusch]

**Exhibit 1**

# Fax

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**To:** Olivier Morali  
Omicron Master Trust  
212-258-2315

**From:**

Brian Daly  
Rockmore Investment Master Fund Ltd  
212-258-2315

Jeffrey Smith  
Portside Growth and Opportunity Fund  
212-201-4802

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**Date:**

**Pages: 1**

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**Re: Acknowledgement of transfer of securities from Omicron Master Trust**

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We hereby acknowledge receipt of the letter of Omicron Master Trust dated July 27<sup>th</sup>, 2006 (the "Omicron Letter") and further acknowledge the transfer from Omicron to each of Rockport Investment Master Fund Ltd. and Portside Growth and Opportunity Fund of the securities and all rights related thereto pursuant to the transaction documents pursuant to which such securities were issued of [Insert name of Company] as more fully described in the Omicron Letter. We further acknowledge that we will take all actions necessary to effect the transfer of such securities into the respective names of the Purchasers, re-issue the securities in the respective names of the Purchasers and will take all necessary actions, if any, to name the Purchasers as selling securityholders in any applicable registration statement.

GigaBeam Corporation

By: \_\_\_\_\_  
Name:  
Title:

**Exhibit 2**

**If to Omicron Master Trust:**

Such new certificates/Documents for Convertible Securities and Warrants should be delivered to:  
Omicron Capital, L.P.,  
650 Fifth Avenue,  
24<sup>th</sup> Floor,  
New York,  
New York 10019,  
attn: Olivier H. Morali.

**If to Rockmore Investment Master Fund Limited:**

Rockmore Capital, LLC.,  
650 Fifth Avenue,  
24<sup>th</sup> Floor,  
New York,  
New York 10019,  
attn: Brian Daly.

**If to Portside Growth and Opportunity Fund:**

John S. Phillips  
Prime Brokerage  
Global Equity Finance  
CITIGROUP GLOBAL MARKETS INC.  
390 Greenwich Street, 5th Floor  
New York, NY 10013  
Tel: 212.723.5286  
Fax: 212.723.8736  
john.s.phillips@citigroup.com  
Tax ID #: 11-2418191

Please deliver securities directly to our prime broker. Failure to deliver securities for Portside Growth and Opportunity Fund's account to the prime broker will result in securities being returned to the sender as we are unable to forward the securities. We apologize for any inconvenience and would appreciate your help with this matter.

Also please fax a copy of the securities to us at (212) 201-4802, Attn: Jeff Smith, so we know when they were sent to the prime broker.

**Exhibit 3**

**If to Rockmore Investment Master Fund Limited:**

JPMorgan Chase Bank  
1 Chase Manhattan Plaza  
New York, NY 10081  
ABA #: 021-000-021  
FBO: Citigroup Global Markets Inc. Prime Brokerage  
Account #: 066-645-646  
FFC: Rockmore Investment Master Fund Ltd.  
A/C#: 522-98457-21

**If to Portside Growth and Opportunity Fund:**

JP Morgan Chase Bank  
ABA #: 021-000-021  
FBO: Citigroup Global Markets Inc. Prime Brokerage  
Account #: 066-645-646  
For further credit to: Portside Growth and Opportunity Fund  
Account Number: 522-39607-2-4

**Exhibit 4**

**If to Rockmore Investment Master Fund Limited:**

For the account of: Rockmore Investment Master Fund Ltd.  
Account No.: 522-98457  
DTC Clearing #: 0418

**If to Portside Growth and Opportunity Fund:**

Portside Growth & Opportunity Fund  
a/c# 52239607  
Citigroup DTC# 418



**Exhibit 5**

**If to Rockmore Investment Master Fund Limited:**

Rockmore Capital, LLC.,  
650 Fifth Avenue,  
24th Floor,  
New York,  
New York 10019,  
attn: Brian Daly.

**If to Portside Growth and Opportunity Fund:**

John S. Phillips  
Prime Brokerage  
Global Equity Finance  
CITIGROUP GLOBAL MARKETS INC.  
390 Greenwich Street, 5th Floor  
New York, NY 10013  
Tel: 212.723.5286  
Fax: 212.723.8736  
john.s.phillips@citigroup.com  
Tax ID #: 11-2418191

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**Exhibit 6**

**If to Rockmore Investment Master Fund Limited:**

Rockmore Capital, LLC.,  
650 Fifth Avenue,  
24th Floor,  
New York,  
New York 10019,  
attn: Brian Daly.  
Tel: 212.258.2302  
Fax: 212.2582315  
Email: [BD@Rockmorecapital.com](mailto:BD@Rockmorecapital.com)

**If to Portside Growth and Opportunity Fund:**

Portside Growth & Opportunity Fund  
c/o Ramius Capital Group, L.L.C  
666 Third Avenue, 26th Floor  
New York, New York 10017  
Telecopy: (212) 201-4802  
Attention: Jeffrey Smith  
Nancy Wu  
Michael Thoyer  
Email: [jsmith@ramius.com](mailto:jsmith@ramius.com)  
[nwu@ramius.com](mailto:nwu@ramius.com)  
[mthoyer@ramius.com](mailto:mthoyer@ramius.com)